

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

IN RE

AIR CARGO SHIPPING SERVICES
ANTITRUST LITIGATION

MDL No. 1775

[PROPOSED] STIPULATION

It is hereby stipulated and agreed, by and between the undersigned, being counsel for all Defendants and the Indirect Purchaser Plaintiffs that:

- (i) Defendants consent to Plaintiffs' Motion for Entry of Judgment under Rule 54(b) (Docket No. 942; the Rule 54(b) Motion) and a final judgment dismissing Plaintiffs' State law claims on the grounds set forth in the Court's Order on August 10, 2009 (Docket No. 937); and
- (ii) Indirect Purchaser Plaintiffs withdraw their alternative request in the Rule 54(b) Motion for certification for interlocutory appeal pursuant to 28 U.S.C. § 1292(b).

Dated: New York, New York
September 14, 2009

/s/ Christopher Lovell
Christopher Lovell (CL-2595)
LOVELL STEWART HALEBIAN LLP
61 Broadway, Suite 501
New York, NY 10006840
Telephone: (212) 608-1900
Facsimile: (212) 719-4775

/s/ Steven N. Williams
Steven N. Williams (SW-6198)
COTCHETT, PITRE & MCCARTHY
San Francisco Airport Office Center
Malcolm Road, Suite 200
Burlingame, CA 94010
Telephone: (650) 697-6000
Facsimile: (650) 339-0961

/s/ W. Joseph Bruckner

W. Joseph Bruckner (admitted *pro hac vice*)
LOCKRIDGE GRINDAL NAUEN PLLP
100 Washington Avenue South, Suite 2200
Minneapolis, MN 55401
Telephone: (612) 339-6900
Facsimile: (612) 339-0961

/s/ Craig C. Corbitt

Craig C. Corbitt (admitted *pro hac vice*)
**ZELLE, HOFMANN, VOELBEL
& MASON LLP**
44 Montgomery Street, Suite 3400
San Francisco, California 94104
Telephone: (415) 693-0700
Facsimile: (415) 693-0770

/s/ Daniel C. Hedlund

Daniel C. Hedlund (admitted *pro hac vice*)
GUSTAFSON GLUEK PLLC
650 Northstar East
608 Second Avenue South
Minneapolis, Minnesota
Telephone: (612) 333-8844
Facsimile: (612) 339-6622

Counsel for Indirect Purchaser Plaintiffs

/s/ Margaret M. Zwisler

Margaret M. Zwisler
William R. Sherman
LATHAM & WATKINS LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200 (telephone)
(202) 637-2201 (facsimile)
*Counsel for Singapore Airlines Cargo Pte Ltd
and
Singapore Airlines Limited*

/s/ James R. Warnot, Jr.

James R. Warnot, Jr.
Thomas A. McGrath
LINKLATERS LLP
1345 Avenue of the Americas
New York, NY 10105
(212) 903-9000 (telephone)
(212) 903-9100 (facsimile)
Counsel for Société Air France

/s/ George F. Hritz

George F. Hritz
HOGAN & HARTSON LLP
875 Third Avenue
New York, NY 10022
(212) 918-3517 (telephone)
(212) 918-3100 (facsimile)
Counsel for Air Canada and AC Cargo LP

/s/ Charles J. Simpson, Jr.

Charles J. Simpson, Jr.
ZUCKERT, SCOUTT & RASENBERGER, LLP
888 Seventeenth Street, N.W., Suite 700
Washington, D.C. 20006
(202) 298-8660 (telephone)
(202) 342-0683 (facsimile)
Counsel for All Nippon Airways Co., Ltd.

/s/ Ian Simmons

Ian Simmons
O'MELVENY & MYERS LLP
1625 Eye Street, N.W.
Washington, D.C. 20006-4001
Telephone: 202/383-5106
Facsimile: 202/383-5414
Counsel for Asiana Airlines Inc.

/s/ Harvey J. Wolkoff

Harvey J. Wolkoff
ROPES & GRAY, LLP
One International Place
(617) 951-7000 (telephone)
(617) 951-7050 (facsimile)
*Counsel for Atlas Air Worldwide Holdings, Inc.
and Polar Air Cargo LLC*

/s/ Daryl A. Libow

Daryl A. Libow
SULLIVAN & CROMWELL LLP
1701 Pennsylvania Avenue, N.W., Suite 800
Washington, D.C. 20006
(202) 956-7500 (telephone)
(202) 293-6330 (facsimile)
Counsel for British Airways, Plc

/s/ Stephen Fishbein

Stephen Fishbein
SHEARMAN & STERLING LLP
599 Lexington Avenue
(212) 848-4000 (telephone)
(212) 848-7179 (facsimile)
Counsel for Cargolux Airlines International S.A.

/s/ David H. Bamberger

David H. Bamberger
Deana L. Cairo
DLA PIPER US LLP (US)
500 8th Street, N.W.
Washington, D.C. 20004
(202) 799-4000 (telephone)
(202) 799-5000 (facsimile)
Counsel for Cathay Pacific Airways Ltd.

/s/ William Karas

William Karas
Kenneth P. Ewing
STEPTOE & JOHNSON, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 429-3902 (facsimile)
Counsel for Japan Airlines International Co., Ltd.

/s/ John M. Nannes

John M. Nannes
Gary A. MacDonald
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
(202) 371-7000 (telephone)
(202) 393-5760 (facsimile)
Counsel for KLM Royal Dutch Airlines

/s/ Peter E. Halle

Peter E. Halle
Joseph Brooks
MORGAN, LEWIS & BOCKIUS, LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 739-3000 (telephone)
(202) 739-3001 (facsimile)
Counsel for Korean Airlines Co., Ltd.

/s/ James V. Dick

James V. Dick
SQUIRE, SANDERS & DEMPSEY, LLP
1201 Pennsylvania Avenue, N.W.
P.O. Box 407
Washington, D.C. 20044-0407
(202) 626-6600 (telephone)
(202) 626-6780 (facsimile)
*Counsel for LAN Airlines S.A., LAN Cargo S.A.
and Aerolíneas Brasileiras S.A.*

/s/ George D. Ruttinger

George D. Ruttinger
CROWELL & MORING, LLP
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2595
(202) 624-2500 (telephone)
(202) 628-5116 (facsimile)
-and-

/s/ Michael F. Goldman

Michael F. Goldman
SILVERBERG, GOLDMAN & BIKOFF, LLP
Suite 120
1101 30th Street, N.W.
Washington, D.C. 20007
(202) 944-3305 (telephone)
(202) 944-3306 (facsimile)
Counsel for Scandinavian Airlines System

/s/ George N. Tompkins, Jr.

George N. Tompkins, Jr.
Deborah Elsasser
WILSON ELSEER MOSKOWITZ
EDELMAN & DICKER LLP
150 East 42nd Street
212 490 3000 (telephone)
212 490 3038 (fax)
*Counsel for Air China Limited and Air China
Cargo Company Limited*

/s/ Eugene Massamillo

Eugene Massamillo
Richard A. Walker
KAPLAN, VON OHLEN & MASSAMILLO,

/s/ John R. Fornaciari

John R. Fornaciari
SHEPPARD, MULLIN, RICHTER &
HAMPTON, LLP
1300 I Street, N.W., 11th Floor East
Washington, D.C. 20005
(202) 218-0000 (telephone)
(202) 218-0020 (facsimile)
Counsel for Nippon Cargo Airlines Co., Ltd.

/s/ Terry Calvani

Terry Calvani
FRESHFIELDS BRUCKHAUS DERINGER
LLP
701 Pennsylvania Ave., NW, Suite 600
Washington, D.C. 20004
(202) 777-4505 (telephone)
(202) 777-4555 (facsimile)
-and-

/s/ David E. Everson

David E. Everson
STINSON MORRISON HECKER LLP
1201 Walnut Street
Kansas City, MO 64106
(816) 842-8600 (telephone)
(816) 691-3495 (facsimile)
Counsel for Emirates

/s/ David B. Anders

David B. Anders
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, New York 10019
(212) 403-1307 (telephone)
(212) 403-2307 (fax)
Counsel for El Al Israel Airlines Ltd.

/s/ Daniel G. Swanson

Daniel G. Swanson
D. Jarrett Arp
GIBSON, DUNN & CRUTCHER LLP

LLC
555 Fifth Avenue, 15th Floor
New York, NY 10017
(212) 922-0450 (telephone)
(212) 922-0530 (fax)

-and-

120 North La Salle Street, 24th Fl.
Chicago, Ill. 60602-2421
(312) 345-3119 (fax)
Counsel for Alitalia Linee Aeree Italiane S.p.A

/s/ W. Todd Miller

W. Todd Miller
BAKER & MILLER PLLC
2401 Pennsylvania Ave., NW Suite 300
Washington, D.C. 20037
(202) 663-7820 (telephone)
(202) 663-7849 (fax)
Counsel for Qantas Airways Limited

/s/ Ryan Blanch

Ryan Blanch
THE BLANCH LAW FIRM
350 Fifth Ave., 68th Floor
New York, New York 10118
(212) 244-6310 (telephone)
(212) 378-4325 (fax)
Counsel for Saudi Arabian Airlines Ltd

/s/Michael J. Holland

Michael J. Holland
CONDON & FORSYTH LLP
7 Times Square, 18th Floor
New York, NY 10036
212 490 9100 (telephone)
212 370 4453 (fax)
Counsel for Air New Zealand Limited

333 South Grand Avenue
Los Angeles, California 90071-3197
(213) 229-7000 (telephone)
(213) 229-7520 (fax)

-and-

1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5306
Telephone: (202) 955-8500
Facsimile: (202) 955-8600
Counsel for Martinair Holland N.V.

/s/ Wayne A. Cross

Wayne A. Cross
Heather K. McDevitt
WHITE & CASE LLP
1155 Avenue of the Americas
New York, New York 10036
212 819 8200 (telephone)
212 354 8113 (fax)
Counsel for South African Airways Ltd

/s/ Ronald S. Rolfe

Ronald S. Rolfe
Rowen Wilson
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000 (telephone)
(212) 474-3700 (fax)
Counsel for Thai Airways International Public Company Ltd.

/s/Eric Mahr

Eric Mahr

WILMER CUTLER PICKERING HALE AND
DORR LLP

1875 Pennsylvania Avenue, NW

Washington, DC 20006

202-663-6533 (telephone)

202-663-6363 (fax)

*Counsel to Deutsche Lufthansa AG, Lufthansa
Cargo AG, and Swiss International Air Lines Ltd.*